

RESOLUTION

A special meeting of the Sullivan County Funding Corporation ("SCFC" or "Issuer") was convened in public session on May 18, 2017, at 10:00 a.m., local time, at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

The meeting was called to order by Chairman Ira Steingart, and, upon roll being called, the following members of the SCFC were:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[]	[]
Suzanne Loughlin	[]	[]
Sean Rieber	[]	[]
Edward T. Sykes	[]	[]
Howard Siegel	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Joseph Perrello	[]	[]
Carol Roig	[]	[]

The following persons were also present:

Jennifer M. Flad, Executive Director
Steve White, Chief Executive Officer
Julio Garaicoechea, Project Manager
Walter F. Garigliano, SCFC General Counsel

The following resolution was duly offered by _____,
and seconded by _____, to wit:

Resolution No. _____ - 17

RESOLUTION AUTHORIZING (1) TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF UP TO \$28,500,000 PRINCIPAL AMOUNT TAXABLE AND TAX-EXEMPT REVENUE BONDS FOR THE PURPOSE OF FINANCING CERTAIN PROJECTS FOR THE BENEFIT OF THE CENTER FOR DISCOVERY, INC. ("INSTITUTION"); AND (2) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ISSUER WITH RESPECT TO SUCH PROJECTS

WHEREAS, by Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), the Issuer was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among

other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the Institution, a not-for-profit corporation organized and existing under and by virtue of the laws of the State of New York has submitted an application (the "Application") to the Issuer requesting that the Issuer issue, in one or more series, its tax-exempt and taxable revenue bonds in a principal amount not to exceed \$28,500,000 (the "Bonds") for the purpose of paying all or a portion of the costs associated with certain projects (the "Projects"), consisting of the following various improvements, and associated start-up working capital, in connection with the Institution's facilities for adult and pediatric rehabilitation programs for disabled individuals located in the Towns of Fallsburg, Thompson and Neversink throughout Sullivan County, New York, as more fully identified below (collectively, the "Facilities"):

	Description	Location	Maximum Amount of Bonds to be Issued (\$)
1.	Performing Arts Center / State Education Department (hereinafter, "S.E.D.")S.E.D. program 21,000 sf	219 Main Street Town of Fallsburg, NY 34.-4-15	\$4,206,209.27
2.	Maker's Lab for Day Program 12,500 sf	202/206 Main Street, Town of Fallsburg, NY 35.-5-14.1	\$1,220,775.00
3.	Maker's Lab Parking for Day Program (Not Applicable)	212 Main Street, Town of Fallsburg, NY 35.-5-1.1	\$437,386.00
4.	Individual Residential Alternative (hereinafter, "IRA") for IRA – Office for People with Development Disabilities (hereinafter, "OPWDD") Program - 2,500 sf	249 Main Street, Town of Fallsburg, NY 34.-4-4	\$965,027.00
5.	IRA – OPWDD Program 6,600 sf	28 Railroad Avenue, Town of Fallsburg, NY 34.-2-3	\$1,683,414.00
6.	IRA – OPWDD Program 6,600 sf	95 Merritt Road, Town of Neversink, NY 32.-1-4.6	\$1,492,852.00
7.	Future 6-bed IRA/Uncertified DD Housing 2,260 sf	7 Whittaker Road, Town of Thompson, NY 3.-1-33.2	\$1,495,663.00

	Description	Location	Maximum Amount of Bonds to be Issued (\$)
8.	Future 4-bed IRA 2,600 sf	254 Main Street, Town of Fallsburg, NY 34.-9-1.1	\$1,358,662.00
9.	Future IRA / Supportive Apartments for Emergency Supportive Housing 2,300 sf	7 Butler Lodge Road, Town of Fallsburg, NY 32.A-2-22	\$359,390.00
10.	Future IRA / Supportive Apartments for Emergency Supportive Housing 2,700 sf	11 Butler Lodge Road, Town of Fallsburg, NY 32.A-2-23	\$338,015.00
11.	Future IRA / Supportive Apartments for Emergency Supportive Housing 2,230 sf	15 Butler Lodge Road, a/k/a 14 Butler Lodge Rd Town of Fallsburg, NY 32.A-2-24	\$258,258.00
12.	Future IRA / Supportive Apartments for Emergency Supportive Housing 2,600 sf	19 Butler Lodge Road, Town of Fallsburg, NY 32.A-2-25	\$329,393.00
13.	Future IRA / Supportive Apartments for Emergency Supportive Housing 2,300 sf	27 Butler Lodge Road, Town of Fallsburg, NY 32.A-2-26	\$244,940.00
14.	Program Support Housing for Community Supported Agriculture (hereinafter "CSA" – Housing), Uncertified DD Housing, Potential Future IRA/Supportive Apartments 1,700 sf	46 Railroad Avenue, Town of Fallsburg, NY 34.-2-1	\$1,279,975.00
15.	Support Housing for DNA Program 2,400 sf	156 Kinnebrook Road, Town of Thompson, NY 7.-1-35	\$925,107.00
16.	Program Support Housing for CSA – Housing, Potential Future IRA/Supportive Apartments 1,750 sf	133 Merritt Road, Town of Neversink, NY 32.-1-2	\$454,543.00
17.	Program Support Housing for CSA – Housing, Potential Future IRA/Supportive Apartments 2,060 sf	317 Main Street, Town of Fallsburg, NY 33.-1-15	\$122,559.00

	Description	Location	Maximum Amount of Bonds to be Issued (\$)
18.	Program Support Housing for CSA – Housing, Potential Future IRA/Supportive Apartments 2,800 sf	26 Railroad Avenue, Town of Fallsburg, NY 34.-3-1	\$199,846.00
19.	Program Support Housing for Emergency Supportive Housing, Potential Future IRA/Supportive Apartments - 860 sf	230 Main Street, Town of Fallsburg, NY 34.-9-14	\$183,665.00
20.	Program Support Housing for Emergency Supportive Housing, Potential Future IRA/Supportive Apartments - 1,500 sf	38 Railroad Avenue, Town of Fallsburg, NY 34.-2-2	\$189,856.00
21.	Program Support Housing for Emergency Supportive Housing, Potential Future IRA/Supportive Apartments - 1,700 sf	323 Main Street, Town of Fallsburg, NY 33.-1-13	\$124,708.00
22.	Program Support Housing for Emergency Supportive Housing, Potential Future IRA/Supportive Apartments - 4,240 sf	86 Holmes Road Town of Thompson, NY 7.-1-26.7	\$445,375.00
23.	Program Support Housing for Emergency Supportive Housing, Potential Future IRA/Supportive Apartments 1,640 sf	51 Mitteer Road, Town of Fallsburg, NY 32.-1-10.3	\$272,261.00
24.	Program Support Housing for Emergency Supportive Housing, Potential Future IRA/Supportive Apartments 2,240 sf	250 Main Street, Town of Fallsburg, NY 34.-9-2	\$201,643.00
25.	Grahamsville Farm & Barns for S.E.D. - 7,200 sf	34 Merritt Road Town of Neversink, NY 32.-1-4.2	\$562,959.00
26.	Program Support Housing for CSA Farming Program 1,120 sf	1001 Old Liberty Road Town of Thompson, NY 2.-1-12.1	\$331,668.00
27.	Applebee Farm for S.E.D. Program, Uncertified DD Housing/Potential Future IRA/Supportive Apartments 3,000 sf	1031 Old Liberty Road Town of Thompson, NY 2.-1-12.2	\$2,439,023.00
28.	S.E.D. / Day Hab Space 3,780 sf	227 Main Street, Town of Fallsburg, NY 34.-4-12	\$620,882.00

	Description	Location	Maximum Amount of Bonds to be Issued (\$)
29.	Music Interns for S.E.D. 1,930 sf	5 Cole Street, Town of Fallsburg, NY 34.-9.11	\$169,977.00
30.	Artisan Program for S.E.D. 2,200 sf	180 Main Street, Town of Fallsburg, NY 35.-7-10.1	\$442,800.00
31.	Bike Repair Shop (Retail) 1,870 sf	20 Railroad Avenue, Town of Fallsburg, NY 34.-3-5	\$248,893.00
32.	Commercial Rental Space (Retail) 2,530 sf	210 Main Street Town of Fallsburg, NY 35.-5-19	\$630,135.00
33.	Retail Space (Retail) 3,450 sf	220 Main Street Town of Fallsburg, NY 34.-9-21	\$428,554.00
34.	Bakery and Market (Retail) 2,450 sf	238 Main Street, Town of Fallsburg, NY 34.-9-12	\$558,438.33
35.	Commercial Rental Space (Retail) 5,220 sf	218 Main Street, Town of Fallsburg, NY 34.-9-22	\$525,388.00
36.	Art Gallery (Retail) 7,820 sf	222 Main Street, Town of Fallsburg, NY 34.-9-20	\$583,513.00
37.	Culinary Education for DNA Program - 2,750 sf	9 Kile Farm Road Town of Fallsburg, NY 32.A-1-41	\$408,991.00
38.	O.T. Program / Clinical 2,750 sf	107 Main Street, Town of Fallsburg, NY 32.-1-55.2	\$273,449.00
39.	Media Lab / Development 3,320 sf	243 Main Street, Town of Fallsburg, NY 34.-4-6	\$520,953.00
40.	Program Support Maintenance / Program Support 4,900 sf	15 Cunes Road, Town of Fallsburg, NY 35.-5-12	\$496,059.00
41.	Program Support Maintenance / Program Support 1,170 sf	16 Greber Road, Town of Fallsburg, NY 35.-5-11	\$468,800.00

WHEREAS, the Issuer is contemplating providing financial assistance to the Institution with respect to the Projects (collectively, the "Financial Assistance") in the form of (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$28,500,000

and (ii) an exemption from all or a portion of mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Institution's obligations relating to the Bonds; and

WHEREAS, the Issuer desires to adopt a resolution describing the Projects and the Financial Assistance that the Issuer is contemplating with respect to the Projects; and

WHEREAS, the Institution reasonably expects that it will (1) pay or incur certain capital expenditures in connection with the Projects prior to the issuance of the Bonds, (2) use funds from sources other than proceeds of the Bonds which are or will be available on a short-term basis to pay for such capital expenditures, and (3) reimburse itself for the use of such funds with proceeds of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Issuer as follows:

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.

Section 2. It is among the purposes of the Issuer to promote, develop, encourage and assist in the acquisition, construction, rehabilitation and improvement of facilities for not-for profit corporations and thereby relieve and reduce unemployment, better and maintain job opportunities and lessen the burdens of government.

Section 3. Based upon representations made by the Institution to the Issuer, the Issuer makes the following findings and determinations:

- (a) the Projects are in furtherance of the purposes of the Issuer; and
- (b) the issuance of the Bonds will be an inducement to the Institution to undertake the Projects in Sullivan County; and
- (c) it is desirable and in the public interest for the Issuer to issue its Bonds to finance the costs of the Projects, together with certain related costs and amounts, in an aggregate amount not to exceed \$28,500,000; and
- (d) the Institution is not undertaking the Projects in place of, on behalf of, for the benefit of, or at the request of the Issuer.

Section 4. The proposed financial assistance being contemplated by the Issuer includes (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$28,500,000 and (ii) an exemption from all or a portion of mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Institution's obligations relating to payment of the Bonds.

Section 5. The granting of the Financial Assistance, as contemplated by Paragraph 4 of this Resolution, shall be subject to:

- (a) agreement by the Issuer and the Institution on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; and
- (b) approval by the Sullivan County Legislature, of the issuance of the Bonds in accordance with the provisions of Section 147(f) of the Code.

Section 6. The Institution is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Issuer to make its final determination whether to approve the Financial Assistance, and the Institution is further authorized to advance such funds as may be necessary for such purpose, subject, to the extent permitted by law, to reimbursement from the proceeds of the sale of the Bonds, if the Bonds are issued.

Section 7. Garigliano Law Offices LLP, as counsel to the Issuer, and Harris Beach PLLC, as Bond Counsel for the Issuer, are hereby authorized to work with counsel to the Institution and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds and reimbursement of the cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

Section 8. This Resolution shall constitute the adoption of "official intent" (within the meaning of the United States Treasury Regulations Section 1.150-2(d)) with respect to issuance of the Bonds and the original expenditures which are reasonably expected to be reimbursed from the proceeds of the Bonds.

Section 9. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 10. Due to the complex nature of this transaction, the Issuer hereby authorizes its Chairman, Executive Director or Chief Executive Officer (each an "Authorized Officer") to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by counsel to the Issuer and/or Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Authorized Officer acting on behalf of the Issuer.

Section 11. The Chairman, Vice Chairman or Executive Director of the Issuer are hereby authorized and directed to distribute copies of this Resolution to the Institution and to do such further things or perform such acts as may be necessary or convenient to implement the

provisions of this Resolution.

Section 12. This resolution shall take effect immediately.

THE MEMBERS VOTED ON THE FOREGOING RESOLUTION AS FOLLOWS:

Ira Steingart	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Rieber	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Edward T. Sykes	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Howard Siegel	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Joseph Perrello	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

and therefore, the resolution was declared duly adopted.

60342-005v2

STATE OF NEW YORK)
 ss:
COUNTY OF SULLIVAN)

I, the undersigned, Secretary of the Sullivan County Funding Corporation DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Sullivan County Funding Corporation (the "Issuer"), including the resolution contained therein, held on May 18, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Issuer had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Issuer present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of May, 2017.

Secretary